



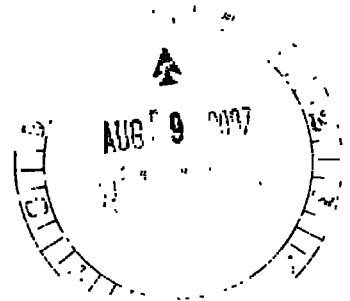
CORPORATION SERVICE COMPANY

RECORDATION NO 25991-6 FILED

AUG 09 '07

2-52 PM

SURFACE TRANSPORTATION BOARD



August 7, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 045075-005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 08/14/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

SECONDARY STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee: THE KANSAS CITY SOUTHERN RAILWAY COMPANY
427 WEST 12TH STREET
CATHEDRAL SQUARE
KANSAS CITY, MO 64105

Lessor:

The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

Thank you for your assistance in this matter.

Sincerely,

Beth Poani 1-800-995-5071 ext. 3753
Motor Vehicle Specialist

AUG 09 '07

2-52 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

MARCH THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20 day of MARCH, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Dr., Ste. 3000, Chicago, IL 60606 (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation, with an address at 427 West 12th Street, Cathedral Square, Kansas City, MO 64105 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 15, 2005 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 3, 2005 as recordation number 25991.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *Jim Keasling*
Name: JIM KEASLING
Title: SVP LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: *Richard M. Zusa*
Name: Richard M. Zusa
Title: Senior Vice President Purchasing and Materials
R. Zusa

Schedule A

Number of Cars

Equipment Description

375

5,200 C.F. covered hopper car with gravity gates and trough hatches

1	KCS	286000	53	KCS	286052	105	KCS	286104
2	KCS	286001	54	KCS	286053	106	KCS	286105
3	KCS	286002	55	KCS	286054	107	KCS	286106
4	KCS	286003	56	KCS	286055	108	KCS	286107
5	KCS	286004	57	KCS	286056	109	KCS	286108
6	KCS	286005	58	KCS	286057	110	KCS	286109
7	KCS	286006	59	KCS	286058	111	KCS	286110
8	KCS	286007	60	KCS	286059	112	KCS	286111
9	KCS	286008	61	KCS	286060	113	KCS	286112
10	KCS	286009	62	KCS	286061	114	KCS	286113
11	KCS	286010	63	KCS	286062	115	KCS	286114
12	KCS	286011	64	KCS	286063	116	KCS	286115
13	KCS	286012	65	KCS	286064	117	KCS	286116
14	KCS	286013	66	KCS	286065	118	KCS	286117
15	KCS	286014	67	KCS	286066	119	KCS	286118
16	KCS	286015	68	KCS	286067	120	KCS	286119
17	KCS	286016	69	KCS	286068	121	KCS	286120
18	KCS	286017	70	KCS	286069	122	KCS	286121
19	KCS	286018	71	KCS	286070	123	KCS	286122
20	KCS	286019	72	KCS	286071	124	KCS	286123
21	KCS	286020	73	KCS	286072	125	KCS	286124
22	KCS	286021	74	KCS	286073	126	KCS	286125
23	KCS	286022	75	KCS	286074	127	KCS	286126
24	KCS	286023	76	KCS	286075	128	KCS	286127
25	KCS	286024	77	KCS	286076	129	KCS	286128
26	KCS	286025	78	KCS	286077	130	KCS	286129
27	KCS	286026	79	KCS	286078	131	KCS	286130
28	KCS	286027	80	KCS	286079	132	KCS	286131
29	KCS	286028	81	KCS	286080	133	KCS	286132
30	KCS	286029	82	KCS	286081	134	KCS	286133
31	KCS	286030	83	KCS	286082	135	KCS	286134
32	KCS	286031	84	KCS	286083	136	KCS	286135
33	KCS	286032	85	KCS	286084	137	KCS	286136
34	KCS	286033	86	KCS	286085	138	KCS	286137
35	KCS	286034	87	KCS	286086	139	KCS	286138
36	KCS	286035	88	KCS	286087	140	KCS	286139
37	KCS	286036	89	KCS	286088	141	KCS	286140
38	KCS	286037	90	KCS	286089	142	KCS	286141
39	KCS	286038	91	KCS	286090	143	KCS	286142
40	KCS	286039	92	KCS	286091	144	KCS	286143
41	KCS	286040	93	KCS	286092	145	KCS	286144
42	KCS	286041	94	KCS	286093	146	KCS	286145
43	KCS	286042	95	KCS	286094	147	KCS	286146
44	KCS	286043	96	KCS	286095	148	KCS	286147
45	KCS	286044	97	KCS	286096	149	KCS	286148
46	KCS	286045	98	KCS	286097	150	KCS	286149
47	KCS	286046	99	KCS	286098	151	KCS	286150
48	KCS	286047	100	KCS	286099	152	KCS	286151
49	KCS	286048	101	KCS	286100	153	KCS	286152
50	KCS	286049	102	KCS	286101	154	KCS	286153
51	KCS	286050	103	KCS	286102	155	KCS	286154
52	KCS	286051	104	KCS	286103	156	KCS	286155

Schedule A

Number of Cars

Equipment Description

375 5,200 C.F. covered hopper car with gravity gates and trough hatches

157	KCS	286156	209	KCS	286208	261	KCS	286260
158	KCS	286157	210	KCS	286209	262	KCS	286261
159	KCS	286158	211	KCS	286210	263	KCS	286262
160	KCS	286159	212	KCS	286211	264	KCS	286263
161	KCS	286160	213	KCS	286212	265	KCS	286264
162	KCS	286161	214	KCS	286213	266	KCS	286265
163	KCS	286162	215	KCS	286214	267	KCS	286266
164	KCS	286163	216	KCS	286215	268	KCS	286267
165	KCS	286164	217	KCS	286216	269	KCS	286268
166	KCS	286165	218	KCS	286217	270	KCS	286269
167	KCS	286166	219	KCS	286218	271	KCS	286270
168	KCS	286167	220	KCS	286219	272	KCS	286271
169	KCS	286168	221	KCS	286220	273	KCS	286272
170	KCS	286169	222	KCS	286221	274	KCS	286273
171	KCS	286170	223	KCS	286222	275	KCS	286274
172	KCS	286171	224	KCS	286223	276	KCS	286275
173	KCS	286172	225	KCS	286224	277	KCS	286276
174	KCS	286173	226	KCS	286225	278	KCS	286277
175	KCS	286174	227	KCS	286226	279	KCS	286278
176	KCS	286175	228	KCS	286227	280	KCS	286279
177	KCS	286176	229	KCS	286228	281	KCS	286280
178	KCS	286177	230	KCS	286229	282	KCS	286281
179	KCS	286178	231	KCS	286230	283	KCS	286282
180	KCS	286179	232	KCS	286231	284	KCS	286283
181	KCS	286180	233	KCS	286232	285	KCS	286284
182	KCS	286181	234	KCS	286233	286	KCS	286285
183	KCS	286182	235	KCS	286234	287	KCS	286286
184	KCS	286183	236	KCS	286235	288	KCS	286287
185	KCS	286184	237	KCS	286236	289	KCS	286288
186	KCS	286185	238	KCS	286237	290	KCS	286289
187	KCS	286186	239	KCS	286238	291	KCS	286290
188	KCS	286187	240	KCS	286239	292	KCS	286291
189	KCS	286188	241	KCS	286240	293	KCS	286292
190	KCS	286189	242	KCS	286241	294	KCS	286293
191	KCS	286190	243	KCS	286242	295	KCS	286294
192	KCS	286191	244	KCS	286243	296	KCS	286295
193	KCS	286192	245	KCS	286244	297	KCS	286296
194	KCS	286193	246	KCS	286245	298	KCS	286297
195	KCS	286194	247	KCS	286246	299	KCS	286298
196	KCS	286195	248	KCS	286247	300	KCS	286299
197	KCS	286196	249	KCS	286248	301	KCS	286300
198	KCS	286197	250	KCS	286249	302	KCS	286301
199	KCS	286198	251	KCS	286250	303	KCS	286302
200	KCS	286199	252	KCS	286251	304	KCS	286303
201	KCS	286200	253	KCS	286252	305	KCS	286304
202	KCS	286201	254	KCS	286253	306	KCS	286305
203	KCS	286202	255	KCS	286254	307	KCS	286306
204	KCS	286203	256	KCS	286255	308	KCS	286307
205	KCS	286204	257	KCS	286256	309	KCS	286308
206	KCS	286205	258	KCS	286257	310	KCS	286309
207	KCS	286206	259	KCS	286258	311	KCS	286310
208	KCS	286207	260	KCS	286259	312	KCS	286311

Schedule A

Number of Cars

Equipment Description

375	5,200 C.F covered hopper car with gravity gates and trough hatches				
313	KCS	286312	365	KCS	286364
314	KCS	286313	366	KCS	286365
315	KCS	286314	367	KCS	286366
316	KCS	286315	368	KCS	286367
317	KCS	286316	369	KCS	286368
318	KCS	286317	370	KCS	286369
319	KCS	286318	371	KCS	286370
320	KCS	286319	372	KCS	286371
321	KCS	286320	373	KCS	286372
322	KCS	286321	374	KCS	286373
323	KCS	286322	375	KCS	286374
324	KCS	286323			
325	KCS	286324			
326	KCS	286325			
327	KCS	286326			
328	KCS	286327			
329	KCS	286328			
330	KCS	286329			
331	KCS	286330			
332	KCS	286331			
333	KCS	286332			
334	KCS	286333			
335	KCS	286334			
336	KCS	286335			
337	KCS	286336			
338	KCS	286337			
339	KCS	286338			
340	KCS	286339			
341	KCS	286340			
342	KCS	286341			
343	KCS	286342			
344	KCS	286343			
345	KCS	286344			
346	KCS	286345			
347	KCS	286346			
348	KCS	286347			
349	KCS	286348			
350	KCS	286349			
351	KCS	286350			
352	KCS	286351			
353	KCS	286352			
354	KCS	286353			
355	KCS	286354			
356	KCS	286355			
357	KCS	286356			
358	KCS	286357			
359	KCS	286358			
360	KCS	286359			
361	KCS	286360			
362	KCS	286361			
363	KCS	286362			
364	KCS	286363			